

BY-LAWS
OF
FOOTHILLS EDUCATION CENTER, INC.

ARTICLE I-NAME

1.1 The name of the corporation is Foothills Education Center, Inc.

1.2 The address of the registered office of the corporation in the State of Georgia and the name of the registered agent at this address shall be as from time to time designated or determined by the Board of Directors also referred to as "Governance Team." The registered office and mailing address of the principal office of the corporation is 800-B Madison Street, Danielsville, Georgia 30633, and the registered agent of the corporation shall be Sherrie Gibney-Sherman.

ARTICLE II-PURPOSES

2.1 The purposes for which the corporation is organized are exclusively educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including the operation of a charter school in the State of Georgia, as well as engaging in any other act or activity permitted by the referenced Code Section or by the Georgia Non-Profit Corporation Code.

ARTICLE III-ORGANIZATION

3.1 The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2.1 hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code of 1986 (of the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

32 Upon the dissolution of this corporation, the Governance Team shall, after paying or making provision, for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Governance Team shall determine. Such distribution of residual assets will be in accordance with the laws of the state of Georgia governing state chartered schools, the charter existing between the corporation and the Georgia Board of Education and the Intergovernmental Agreement attached to that charter. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the registered office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

33 Notices; Waivers of Notice. Except as otherwise specifically provided in these by-laws, whenever under the provisions of these by-laws notice is required to be given to any director or officer, it shall not be construed to mean personal notice, but such notice may be given by personal notice, by mail by depositing the same in the post office or letter box in a postage paid sealed wrapper, addressed to such officer or director at such address as appears on the books of the corporation, or by electronic means and such notice shall be deemed to be given at the time when the same shall be thus sent or mailed. When any notice whatever is required to be given by law, by the articles of incorporation or by these by-laws, a waiver thereof by the person or persons entitled to said notice given before or after the time stated therein, in writing.

34 Signing of Checks and Notes. Checks, notes, drafts and demands for money shall be signed by the officers, agents and/or employees as may from time to time be authorized and designated by the Governance Team.

35 Execution of Written Instruments. Contracts, deeds, documents and instruments shall be executed by the Chairman under seal of the corporation affixed and attested by the Secretary unless the Governance Team shall in a particular situation designate another procedure to their execution or unless the Governance Team shall ratify any other procedure that may have been used in a particular situation.

36 Proxies. A director entitled to vote may vote in person or by proxy executed in writing by the person or his attorney-in-fact. A proxy shall not be valid after eleven (11) months from the date of its execution unless a longer period is expressly stated.

ARTICLE IV-DIRECTORS

4.1 Subject to these by-laws, the full and entire management of the affairs and business of the corporation shall be vested in the Governance Team, which shall have and may exercise all of the powers that may be exercised or performed by the corporation.

4.2 The Governance Board shall consist of up to 13 members who shall be the Superintendents (or designee) of the following school districts in the State of Georgia: Baldwin County School District, Barrow County School District, Clarke County School District, Jackson County School District, Madison County School District, Morgan County School District and Walton County School District, a community representative nominated by the superintendent from each of the listed school districts to be approved by the entire board, a representative from NEGA RESA, and a representative from the Georgia Department of Corrections and a community member recommended and by the Georgia Department of Corrections. The members of the Governance Board who are not superintendents shall serve such terms, not to exceed two years, as may be established by the Board upon their appointment. A majority of the members shall constitute a quorum for the transaction of business. If a quorum is present, the acts of a majority of the members in attendance shall be the acts of all of the Governance Team. If the superintendent/director of one of the school districts is unable to attend the meeting for any reason, he or she may, but is not required to, designate an alternate that he or she may empower to vote in his or her stead. Governance Board members must attend the annual approved State Charter School Commission training. If any board member is unable to attend the training then the board member will become a non-voting member of the board serving as member of the Advisory Committee to the Governance Board. The Board membership will be at least 5 members but it may be as many as 13 members. Board membership is confirmed June 30 of each calendar year. There must always be an odd number of Governance Team members. The chairperson will become a non-voting member, if necessary, to create the odd number membership.

4.3 The Governance Team shall meet at least annually and on such other regular occasions as it may set and determine at its organizational meeting or at any time thereafter. Special meetings of the Governance Team may be called at any time by the Chairman or by a majority of the superintendents then serving as members after at least 24 hours notice to all other members of the Governance Team. Notice of any such meeting may be waived. Attendance in person at such meeting shall constitute a waiver of notice thereof. Any meeting of the Governance Team may be held within or without the State of Georgia at such place as may be determined by the Board.

4.5 The Governance Team shall conduct all of its meetings in compliance with O.C.G.A. §50-14-1 *et seq.*, known as the Georgia Open Meetings Act.

ARTICLE V-OFFICERS

5.1 The officers of the corporation shall consist of a Chairman, a Secretary, and any other officers deemed necessary by the Governance Team. The officers shall be elected or designated in accordance with policies or procedures adopted by the Governance Team. In the absence of such policies or procedures, the officers shall be elected at an annual meeting of the directors and shall serve for a term of one (1) year and until their successors are elected. The chairman must be a member of the Governance Team, but the secretary and any other officer deemed necessary by the Governance Team may, but is not required to, be a member of the

Governance Team. The Governance Team, by majority vote at any annual or special meeting, may fill the place of any officer, which may become vacant prior to the expiration of his or her term; such appointment to continue until the expiration of the term of the officer whose place has become vacant.

52 The Chairman shall be the Chief Executive Officer of the corporation and shall have general and active management of the operation of the corporation. She or he shall be responsible for the administration of the corporation, including general and active management of the financial affairs of the corporation, and shall execute such documents as may be authorized by the Governance Team. She or he shall borrow money on behalf of the corporation only pursuant to specific authority from the Governance Team.

53 The Secretary shall keep minutes of all meetings of the Governance Team and have charge of the minute book and seal of the corporation and shall affix it to any instrument requiring it, when directed by the Governance Team. He or she shall perform such other duties and have such other powers as may from time to time be delegated to him by the Chairman or the Governance Team.

54 Whenever an officer is absent or whenever for any reason the Governance Team may deem it desirable, the Governance Team may delegate the powers and duties of an officer to any member.

ARTICLE VI-SEAL

6.1 The seal of the corporation shall be in such form as the Governance Team may from time to time determine. In the event it is inconvenient to use such a seal at any time, a blank seal with the corporation's name printed therein, or the signature of the company followed by the word "SEAL" enclosed in parentheses or scroll shall be deemed the seal of the corporation. The seal shall be in the custody of the Secretary and affixed by him or her on such papers as may be directed by law, by these by-laws or by the Governance Team.

ARTICLE VII-AMENDMENT

7.1 These by-laws may be amended at any meeting of the Governance Team by the affirmative vote of a majority of all of the directors serving on the Board at the time of the amendment.

4.02.15
2.23.16
1.23.18